

#3



Attorney Docket :2509/71

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Inventors : Michael PETROV, et al.

Serial No.: 09/819,449

Filing Date: March 28, 2001

For: SYSTEM AND METHOD OF THREE
DIMENSIONAL IMAGE CAPTURE AND
MODELING

Art Unit : 2852

Examiner : Not Assigned

Honorable Commissioner of Patents and Trademarks
Washington, DC 20231

GRANT OF POWER OF ATTORNEY PURSUANT TO 37 C.F.R. §3.71

S I R:

The undersigned, Viewpoint Corp. of 498 Seventh Avenue, Suite 1810, New York, New York 10018, U.S.A., being the assignee of the entire right, title and interest in and to the above-identified application and the invention therein described and claimed entitled:

**SYSTEM AND METHOD OF THREE DIMENSIONAL IMAGE
CAPTURE AND MODELING**

an Assignment having previously been sent for recording in the U.S. Patent and Trademark Office (copy enclosed), does hereby appoint:

John Flock	Registration No. 39,670
Michelle M. Carniaux	Registration No. 36,098
Paul T. Qualey	Registration No. 45,027

its attorneys-of-record, with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith.

Please address all written communication regarding this application to:

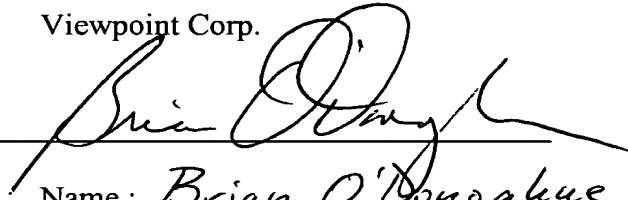
Michelle M. Carniaux
KENYON & KENYON
One Broadway
New York, NY 10004-1050

Direct all telephone calls to Michelle M. Carniaux at (212) 425-7200.

Viewpoint Corp.

Date :

August 1, 2001



Name : Brian O'Donoghue

Title: General Counsel, Vice President

375025<NY01>